BORA LASKIN LAW LIBRARY
3 1761 09564182 5

UNIVERSITY OF TORONTO
FACULTY OF LAW

ART OF THE DEAL

(Course No. LAW300H1F)

Faculty of Law

University of Toronto

COURSE MATERIALS

Fall 2013

Gesta Abols

Neill May

Robert Vaux

STORAGE
K
1301
.A92
2013
c.1

These materials are exclusively for the classroom use of students of the University of Toronto

BORA LASKIN LAW LIBRARY

SEP - 3 2013

FACULTY OF LAW
UNIVERSITY OF TORONTO

ART OF THE DEAL

(Course No. LAW300H1F)

Faculty of Law

University of Toronto

COURSE MATERIALS

Fall 2013

Gesta Abols

Neill May

Robert Vaux

These materials are exclusively for the classroom use of students of the University of Toronto

Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

https://archive.org/details/artofdealcoursen00abol_2

Table of Content

Page No.

VALUE CREATION BY BUSINESS LAWYERS: LEGAL SKILLS AND ASSET PRICING, Ronald J. Gilson 1

ECONOMICS, ORGANIZATION AND MANAGEMENT (EXCERPTS), Paul Milgrom and John Roberts 77

ARRANGEMENT AGREEMENT BETWEEN WINTERGAMES ACQUISITION LLC, 3167113 NOVA SCOTIA COMPANY AND INTRAWEST CORPORATION DATED AUGUST 10, 2006 181

UNDERSTANDING "MATERIAL ADVERSE CHANGE" PROVISIONS, Kenneth A. Adams 235

FRONTIER OIL CORPORATION V. HOLLY CORPORATION, Delaware Court of Chancery (V.C. Noble) 243

VERIFIED COMPLAINT OF ROHM AND HAAS COMPANY IN THE MATTER OF ROHM AND HAAS COMPANY V. THE DOW CHEMICAL COMPANY 303

THE DOW CHEMICAL COMPANY ANSWER OF DEFENDANTS IN THE MATTER OF ROHM AND HAAS COMPANY V. THE DOW CHEMICAL COMPANY 313

ENGINEERING A VENTURE CAPITAL MARKET: LESSONS FROM THE AMERICAN EXPERIENCE, Ronald J. Gilson 345

SHAREHOLDERS AGREEMENT FOR 0000000 ONTARIO LIMITED DATED AS OF FEBRUARY 5, 200X 381

SOME REPS NEVER DIE: DELAWARE RULING SETS BRIGHT LINE RULES FOR ALLOCATING RISK IN PRIVATE COMPANY M&A, Theodore N. Mirvis, Mark Gordon & Mark Veblen 413

PRELIMINARY LEGAL DUE DILIGENCE REQUEST LIST 417

ANATOMY OF A MERGER (EXCERPTS), James Freund 431

UPM-KYMMENE CORP. V. UPM-KYMMENE MIRAMICHI INC., Ontario Supreme Court (Lax J.) 437

ECLIPSE OF THE PUBLIC CORPORATION, Michael C. Jensen 465

THE STAYING POWER OF THE PUBLIC CORPORATION, Alfred Rappaport 497